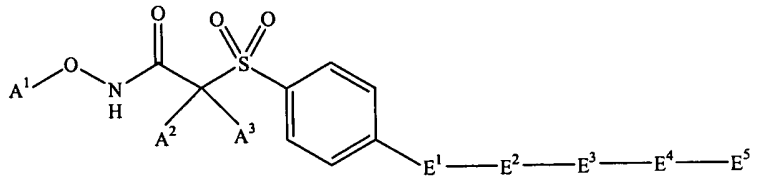
Amended Claims

Claims 1-121 (canceled).

122. **(currently amended)** A compound or salt thereof, wherein:

the compound corresponds in structure to Formula 122-1:



(122-1); and

A^1 is selected from the group consisting of -H, alkylcarbonyl, alkoxycarbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxycarbonyl, carbocyclylalkoxycarbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member ~~(except -H)~~ of such group optionally is substituted; and

A^2 and A^3, together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

E^1 is selected from the group consisting of -O-, $-S(O)_2-$, -S(O)-, $-N(R^1)-$, $-C(O)-N(R^1)-$, $-N(R^1)-C(O)-$, and $-C(R^1)(R^2)-$; and

E^2 is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally is substituted; and

E^2 forms a link of at least 2 carbon atoms between E^1 and E^3; and

E^3 is ~~selected from the group consisting of~~ carbocyclyl ~~and heterocyclyl~~, wherein the carbocyclyl ~~or heterocyclyl~~ has 5 or 6 ring members and optionally is substituted; and

E^4 is selected from the group consisting of a bond, alkyl, alkenyl, -O-, and, $-N(R^3)-$, wherein the alkyl or alkenyl optionally is substituted; and

E^5 is selected from the group consisting of carbocyclyl and heterocyclyl, wherein the carbocyclyl or heterocyclyl optionally is substituted; and

R^1 and R^2 are independently selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

R^3 is selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

neither R^1 nor R^2 forms a ring structure with E^2, E^3, E^4, or E^5.

123. **(currently amended)** A compound or salt thereof according to claim 122, wherein:

A^1 is selected from the group consisting of -H, C_1-C_8-alkylcarbonyl, C_1-C_8-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C_1-C_8-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C_1-C_8-alkylcarbonyl, carbocyclyloxycarbonyl, carbocyclyl-C_1-C_8-alkoxycarbonyl, N(R^4)(R^5)-C_1-C_8-alkylcarbonyl, C_1-C_8-alkyl(thiocarbonyl), C_1-C_8-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C_1-C_8-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C_1-C_8-alkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclyl-C_1-C_8-alkoxy(thiocarbonyl), and N(R^4)(R^5)-C_1-C_8-alkyl(thiocarbonyl); and

E^2 is selected from the group consisting of C_2-C_{20}-alkyl, cycloalkyl, C_1-C_{10}-alkylcycloalkyl, cycloalkyl-C_1-C_{10}-alkyl, C_1-C_{10}-alkylcycloalkyl-C_1-C_{10}-alkyl, wherein any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C_1-C_6-alkyl, and halo-C_1-C_6-alkyl; and

E^3 is ~~selected from the group consisting of~~ carbocyclyl ~~and heterocyclyl~~, wherein the carbocyclyl ~~or heterocyclyl~~:

has 5 or 6 ring members, and

optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, keto, C_1-C_8-alkyl, C_1-C_8-alkoxy, C_1-C_8-alkoxy-C_1-C_8-alkyl, carbocyclyl, carbocyclyl-C_1-C_8-alkyl, heterocyclyl, and heterocyclyl-C_1-C_8-alkyl, wherein:

any such substituent ~~(except halogen, -OH, or keto)~~ optionally is substituted with one or more substituents independently selected from the group

consisting of halogen, -OH, C_1-C_8-alkyl, C_1-C_8-alkoxy, C_1-C_8-alkoxy-C_1-C_8-alkyl, C_1-C_8-alkylthio, halo-C_1-C_8-alkyl, halo-C_1-C_8-alkoxy, halo-C_1-C_8-alkylthio, and halogen-substituted C_1-C_8-alkoxy-C_1-C_8-alkyl; and

E^4 is selected from the group consisting of a bond, -O-, -N(R^3)-, C_1-C_{20}-alkyl, and C_2-C_{20}-alkenyl, wherein the C_1-C_{20}-alkyl or C_2-C_{20}-alkenyl optionally is substituted with one or more substituents independently selected from the group consisting of:

halogen, and

carbocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO_2, -CN, C_1-C_8-alkyl, C_1-C_8-alkoxy, C_1-C_8-alkoxy-C_1-C_8-alkyl, carbocyclyl, carbocyclyl-C_1-C_8-alkyl, halo-C_1-C_8-alkyl, halo-C_1-C_8-alkoxy, halocarbocyclyl, halogen-substituted carbocyclyl-C_1-C_8-alkyl, and halogen-substituted C_1-C_8-alkoxy-C_1-C_8-alkyl; and

E^5 is selected from the group consisting of carbocyclyl and heterocyclyl, wherein the carbocyclyl or heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO_2, -CN, keto, C_1-C_8-alkyl, C_2-C_8-alkenyl, C_2-C_8-alkynyl, C_1-C_8-alkoxy, C_1-C_8-alkoxy-C_1-C_8-alkyl, -N(R^6)(R^7), -C(O)(R^8), -S-R^6, -$S(O)_2$-R^6, carbocyclyl, carbocyclyl-C_1-C_8-alkyl, halo-C_1-C_8-alkyl, halo-C_1-C_8-alkoxy, halogen-substituted C_1-C_8-alkoxy-C_1-C_8-alkyl, halocarbocyclyl, and halogen-substituted carbocyclyl-C_1-C_8-alkyl; and

R^1 and R^2 are independently selected from the group consisting of -H, C_1-C_8-alkyl, and halo-C_1-C_8-alkyl; and

R^3 is selected from the group consisting of -H, C_1-C_8-alkyl, and halo-C_1-C_8-alkyl; and

R^4 and R^5 are independently selected from the group consisting of -H, C_1-C_8-alkyl, C_1-C_8-alkoxycarbonyl, C_1-C_8-alkylcarbonyl, carbocyclyl-C_1-C_8-alkyl, and carbocyclyl-C_1-C_8-alkoxycarbonyl; and

R^6 and R^7 are independently selected from the group consisting of -H, C_1-C_8-alkyl, carbocyclyl, carbocyclyl-C_1-C_8-alkyl, heterocyclyl, heterocyclyl-C_1-C_8-alkyl, halo-C_1-C_8-alkyl, halocarbocyclyl, halogen-substituted carbocyclyl-C_1-C_8-alkyl, haloheterocyclyl, and halogen-substituted heterocyclyl-C_1-C_8-alkyl; and

R^8 is selected from the group consisting of -H, C_1-C_8-alkyl, -O-R^9, -N(R^9)(R^{10}), carbocyclyl-C_1-C_8-alkyl, heterocyclyl-C_1-C_8-alkyl, halo-C_1-C_8-alkyl, halogen-substituted carbocyclyl-C_1-C_8-alkyl, and halogen-substituted heterocyclyl-C_1-C_8-alkyl; and

R^9 and R^{10} are independently selected from the group consisting of -H, C_1-C_8-alkyl, carbocyclyl, carbocyclyl-C_1-C_8-alkyl, heterocyclyl, heterocyclyl-C_1-C_8-alkyl, halo-C_1-C_8-alkyl, halocarbocyclyl, halogen-substituted carbocyclyl-C_1-C_8-alkyl, haloheterocyclyl, and halogen-substituted heterocyclyl-C_1-C_8-alkyl.

124. **(original)** A compound or salt thereof according to claim 123, wherein A^1 is -H.

125. **(currently amended)** A compound or salt thereof according to claim 124, wherein:

E^2 is C_2-C_6-alkyl optionally substituted with one or more halogen; and

E^3 is ~~**selected from the group consisting of**~~ carbocyclyl ~~**and heterocyclyl**~~, wherein the carbocyclyl ~~**or heterocyclyl**~~:

has 5 or 6 ring members, and

optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, keto, C_1-C_6-alkyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, carbocyclyl, carbocyclyl-C_1-C_6-alkyl, heterocyclyl, and heterocyclyl-C_1-C_6-alkyl, wherein:

any such substituent ~~**(except halogen, -OH, or keto)**~~ optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C_1-C_6-alkyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkylthio, halo-C_1-C_6-alkyl, halo-C_1-C_6-alkoxy, halogen-substituted C_1-C_6-alkoxy-C_1-C_6-alkyl, and halo-C_1-C_6-alkylthio; and

E^4 is selected from the group consisting of a bond, -O-, -N(R^3)-, C_1-C_3-alkyl, and C_2-C_3-alkenyl, wherein the C_1-C_3-alkyl or C_2-C_3-alkenyl optionally is substituted with one or more substituents independently selected from the group consisting of:

halogen, and

carbocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO_2, -CN,

C_1-C_6-alkyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, carbocyclyl, carbocyclyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, halo-C_1-C_6-alkoxy, halogen-substituted C_1-C_6-alkoxy-C_1-C_6-alkyl, halocarbocyclyl, and halogen-substituted carbocyclyl-C_1-C_6-alkyl; and

E^5 is selected from the group consisting of carbocyclyl and heterocyclyl, wherein the carbocyclyl or heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO_2, -CN, keto, C_1-C_6-alkyl, C_2-C_8-alkenyl, C_2-C_8-alkynyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, -$N(R^6)(R^7)$, -$C(O)(R^8)$, -S-R^6, -$S(O)_2$-R^6, carbocyclyl, carbocyclyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, halo-C_1-C_6-alkoxy, halogen-substituted C_1-C_6-alkoxy-C_1-C_6-alkyl, halocarbocyclyl, and halogen-substituted carbocyclyl-C_1-C_6-alkyl; and

R^1 and R^2 are independently selected from the group consisting of -H, C_1-C_6-alkyl, and halo-C_1-C_6-alkyl; and

R^3 is selected from the group consisting of -H, C_1-C_6-alkyl, and halo-C_1-C_6-alkyl; and

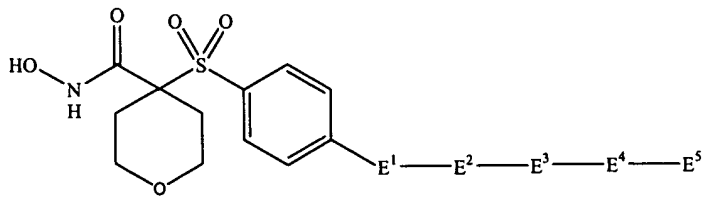
R^6 and R^7 are independently selected from the group consisting of -H, C_1-C_6-alkyl, carbocyclyl, carbocyclyl-C_1-C_6-alkyl, heterocyclyl, and heterocyclyl-C_1-C_6-alkyl, wherein any member ~~(except -H)~~ of such group optionally is substituted with one or more halogen; and

R^8 is selected from the group consisting of -H, C_1-C_6-alkyl, -O-R^9, -$N(R^9)(R^{10})$, carbocyclyl-C_1-C_6-alkyl, heterocyclyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, halogen-substituted carbocyclyl-C_1-C_6-alkyl, and halogen-substituted heterocyclyl-C_1-C_6-alkyl; and

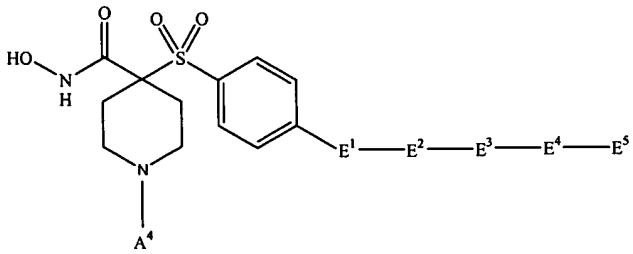
R^9 and R^{10} are independently selected from the group consisting of -H, C_1-C_6-alkyl, carbocyclyl, carbocyclyl-C_1-C_6-alkyl, heterocyclyl, heterocyclyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, halocarbocyclyl, halogen-substituted carbocyclyl-C_1-C_6-alkyl, haloheterocyclyl, and halogen-substituted heterocyclyl-C_1-C_6-alkyl.

126. **(original)** A compound or salt thereof according to claim 125, wherein A^2 and A^3, together with the carbon atom to which they both are attached, form an optionally-substituted heterocyclyl containing either 5 or 6 ring members.

127. **(currently amended)** A compound or salt thereof according to claim 126, wherein: the compound corresponds in structure to a formula selected from the group consisting of:



(127-1) and



(127-2); and

A^4 is selected from the group consisting of -H, alkyl, alkylcarbonyl, alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, alkoxycarbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsufoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl, carbocyclyliminocarbonyl, carbocyclyloxycarbonyl, carbocylylthioalkyl, carbocylylsulfoxidoalkyl, carbocylylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl, heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl, heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl, aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl, aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member ~~(except -H)~~ of such group optionally is substituted.

128. **(currently amended)** A compound or salt thereof according to claim 127, wherein:

A^4 is selected from the group consisting of -H, C_1-C_8-alkyl, C_1-C_8-alkylcarbonyl, C_1-C_8-alkylcarbonyl-C_1-C_8-alkyl, C_1-C_8-alkylcarbonyl-C_1-C_8-alkylcarbonyl, C_1-C_8-alkoxycarbonyl, C_1-C_8-alkoxycarbonyl-C_1-C_8-alkyl, C_1-C_8-alkoxycarbonyl-C_1-C_8-alkylcarbonyl, C_1-C_8-alkylsulfonyl, C_1-C_8-alkyliminocarbonyl, C_2-C_8-alkenyl, C_2-C_8-alkynyl, C_1-C_8-alkoxy-C_1-C_8-alkyl, C_1-C_8-alkylthio-C_1-C_8-alkyl, C_1-C_8-alkylthio-C_2-C_8-alkenyl, C_1-C_8-alkylsulfoxido-C_1-C_8-alkyl, C_1-C_8-alkylsulfoxido-C_2-C_8-alkenyl, C_1-C_8-alkylsulfonyl-C_1-C_8-alkyl, C_1-C_8-alkylsulfonyl-C_2-C_8-alkenyl, carbocyclyl, carbocyclyl-C_1-C_8-alkyl, carbocyclyl-C_1-C_8-alkoxy-C_1-C_8-alkyl, carbocyclylcarbonyl, carbocyclylsulfonyl, carbocyclyliminocarbonyl, carbocyclyloxycarbonyl, carbocyclylthio-C_1-C_8-alkyl, carbocyclylthio-C_2-C_8-alkenyl, carbocyclylsulfoxido-C_1-C_8-alkyl, carbocyclylsulfoxido-C_2-C_8-alkenyl, carbocyclylsulfonyl-C_1-C_8-alkyl, carbocyclylsulfonyl-C_2-C_8-alkenyl, heterocyclyl, heterocyclyl-C_1-C_8-alkyl, heterocyclyl-C_1-C_8-alkoxy-C_1-C_8-alkyl, heterocyclylcarbonyl, heterocyclylthio-C_1-C_8-alkyl, heterocyclylsulfoxido-C_1-C_8-alkyl, heterocyclylsulfonyl-C_1-C_8-alkyl, heterocyclylthio-C_2-C_8-alkenyl, heterocyclylsulfoxido-C_2-C_8-alkenyl, heterocyclylsulfonyl-C_2-C_8-alkenyl, heterocyclylsulfonyl, heterocyclyliminocarbonyl, heterocyclyl-C_1-C_8-alkylcarbonyl, heterocyclylcarbonyl-C_1-C_8-alkylcarbonyl, heterocyclylsulfonyl, heterocyclylcarbonyl-C_1-C_8-alkyl, $N(R^{11})(R^{12})$-C_1-C_8-alkylcarbonyl, $N(R^{11})(R^{12})$-carbonyl, $N(R^{11})(R^{12})$-carbonyl-C_1-C_8-alkylcarbonyl, $N(R^{11})(R^{12})$-sulfonyl, $N(R^{11})(R^{12})$-sulfonyl-C_1-C_8-alkyl, $N(R^{11})(R^{12})$-C_1-C_8-alkyl, $N(R^{11})(R^{12})$-carbonyl-C_1-C_8-alkyl, and $N(R^{11})(R^{12})$-C_1-C_8-alkylsulfonyl, wherein:

any member ~~(except -H)~~ of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -CN, -C(O)-OH, -SH, $-SO_3H$, and NO_2; and

R^{11} and R^{12} are independently selected from the group consisting of -H, -OH, C_1-C_8-alkyl, C_1-C_8-alkyl-carbonyl, C_1-C_8-alkoxy-C_1-C_8-alkyl, C_2-C_8-alkenyl, C_2-C_8-alkynyl, C_1-C_8-alkyl-thio-C_1-C_8-alkyl, C_1-C_8-alkyl-sulfoxido-C_1-C_8-alkyl, C_1-C_8-alkyl-sulfonyl-C_1-C_8-alkyl, carbocyclyl, carbocyclyl-C_1-C_8-alkyl, carbocyclylcarbonyl, carbocyclyl-C_1-C_8-alkoxy-C_1-C_8-alkyl, carbocyclylthio-C_1-C_8-alkyl, carbocyclylsulfoxido-C_1-C_8-alkyl, carbocyclylsulfonyl-C_1-C_8-alkyl, heterocyclyl, heterocyclyl-C_1-C_8-alkyl, heterocyclyl-C_1-C_8-alkoxy-C_1-C_8-alkyl, heterocyclylcarbonyl, heterocyclylthio-C_1-C_8-alkyl, heterocyclylsulfoxido-C_1-C_8-alkyl, heterocyclylsulfonyl-C_1-C_8-alkyl, aminocarbonyl-C_1-C_8-alkyl, C_1-C_8-alkyloxycarbonylamino-C_1-C_8-alkyl, and amino-C_1-C_8-alkyl, wherein:

any member ~~(except -H or -OH)~~ of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -CN, -C(O)-OH, -SH, $-SO_3H$, and NO_2, and

the nitrogen of the amino-C_1-C_8-alkyl optionally is substituted with 1 or 2 substituents independently selected from the group consisting of C_1-C_8-alkyl, C_1-C_8-alkylcarbonyl, carbocyclyl, and carbocyclyl-C_1-C_8-alkyl, and

no greater than one of R^{11} or R^{12} is -OH.

129. **(currently amended)** A compound or salt thereof according to claim 128, wherein A^4 is selected from the group consisting of -H, C_1-C_6-alkyl, C_1-C_6-alkoxy-C_1-C_6-alkyl, carbocyclyl, carbocyclyl-C_1-C_6-alkyl, C_1-C_6-alkylsulfonyl, C_3-C_6-alkenyl, C_3-C_6-alkynyl, wherein any member ~~(except -H)~~ of such group optionally is substituted with halogen.

130. **(currently amended)** A compound or salt thereof according to claim 129, wherein A^4 is selected from the group consisting of -H, C_1-C_4-alkyl, C_1-C_2-alkoxy-C_1-C_3-alkyl, C_3-C_6-cycloalkyl, C_3-C_6-cycloalkyl-C_1-C_3-alkyl, phenyl, phenyl-C_1-C_3-alkyl, C_1-C_2-alkylsulfonyl, C_3-C_4-alkenyl, C_3-C_4-alkynyl, wherein any member ~~(except -H)~~ of such group optionally is substituted with halogen.

131. **(currently amended)** A compound or salt thereof according to claim 130, wherein A^4 is selected from the group consisting of -H, ethyl, methoxyethyl, cyclopropyl, cyclopropylmethyl, benzyl, methylsulfonyl, C_3-alkenyl, and C_3-alkynyl, wherein any member ~~(except -H)~~ of such group optionally is substituted with halogen.

132. **(currently amended)** A compound or salt thereof according to claim 131, wherein A^4 is selected from the group consisting of -H, ethyl, methoxyethyl, cyclopropyl, cyclopropylmethyl, and benzyl, wherein any member ~~(except -H)~~ of such group optionally is substituted with halogen.

133. **(original)** A compound or salt thereof according to claim 128, wherein the salt comprises an acid selected from the group consisting of HCl and CF_3COOH.

134. **(original)** A compound or salt thereof according to claim 128, wherein E^2 is C_2-C_5-alkyl optionally substituted with one or more halogen.

135. **(original)** A compound or salt thereof according to claim 134, wherein E^2 is $-(CH_2)_m-$, and m is from 2 to 5.

136. **(original)** A compound or salt thereof according to claim 135, wherein E^4 is a bond.

Claims 137-197 (canceled).

198. **(currently amended)** A compound or salt thereof according to claim 128, wherein E^3 is **selected from the group consisting of** ~~**cyclopropyl, cyclobutyl,**~~ cyclopentyl, cyclopentenyl, cyclopentadienyl, cyclohexyl, cyclohexenyl, cyclohexadienyl, **and** phenyl, ~~**naphthalenyl, tetrahydronaphthalenyl, indenyl, isoindenyl, indanyl, bicyclodecanyl, anthracenyl, phenanthrenyl, benzonaphthenyl, fluorenecyl, decalinyl, and norpinanyl,**~~ wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, keto, C_1-C_6-alkyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, carbocyclyl, carbocyclyl-C_1-C_6-alkyl, heterocyclyl, and heterocyclyl-C_1-C_6-alkyl, wherein:

any such substituent ~~**(except halogen, -OH, or keto)**~~ optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C_1-C_6-alkyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkylthio, halo-C_1-C_6-alkyl, halo-C_1-C_6-alkoxy, halogen-substituted C_1-C_6-alkoxy-C_1-C_6-alkyl, and halo-C_1-C_6-alkylthio.

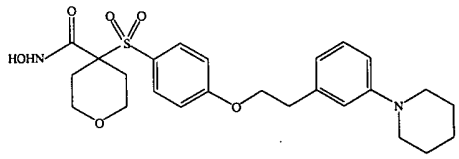
199. **(currently amended)** A compound or salt thereof according to claim 198, wherein E^3 is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C_1-C_6-alkyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, carbocyclyl, carbocyclyl-C_1-C_6-alkyl, heterocyclyl, and heterocyclyl-C_1-C_6-alkyl, wherein:

any such substituent ~~**(except halogen or -OH)**~~ optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C_1-C_6-alkyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, C_1-C_6-alkylthio, halo-C_1-C_6-alkyl, halo-C_1-C_6-alkoxy, halogen-substituted C_1-C_6-alkoxy-C_1-C_6-alkyl, and halo-C_1-C_6-alkylthio.

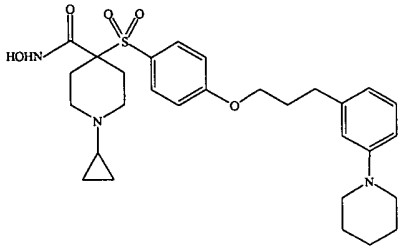
200. **(original)** A compound or salt thereof according to claim 199, wherein E^5 is selected from the group consisting of piperidinyl, piperazinyl, imidazolyl, furanyl, thienyl, pyridinyl, pyrimidyl, benzodioxolyl, benzodioxanyl, benzofuryl, and benzothienyl, wherein

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, $-NO_2$, -CN, C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, $-N(R^6)(R^7)$, $-C(O)(R^8)$, $-S-R^6$, $-S(O)_2-R^6$, phenyl, phenyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, halo-C_1-C_6-alkoxy, halogen-substituted C_1-C_6-alkoxy-C_1-C_6-alkyl, halophenyl, and halogen-substituted phenyl-C_1-C_6-alkyl.

201. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to a formula selected from the group consisting of:

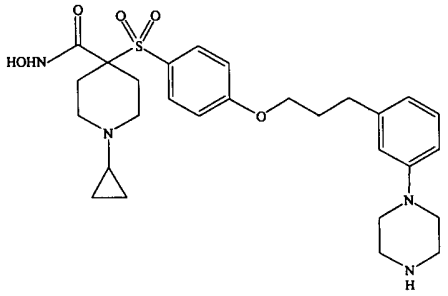


(201-1) and



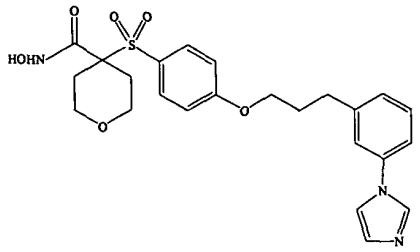
(201-2).

202. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



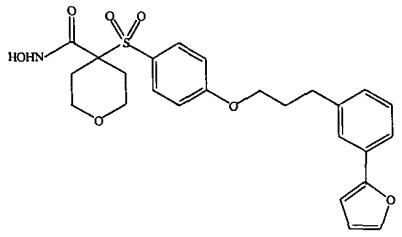
(202-1).

203. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



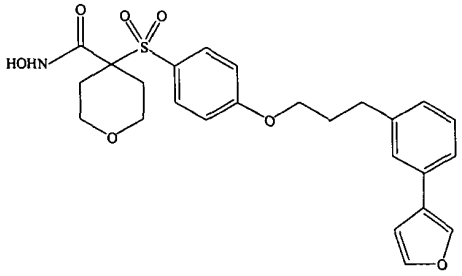
(203-1).

204. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



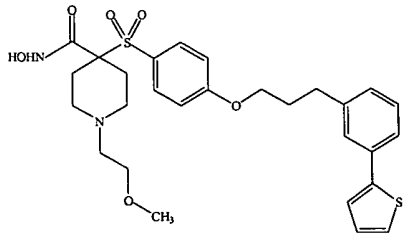
(204-1).

205. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:

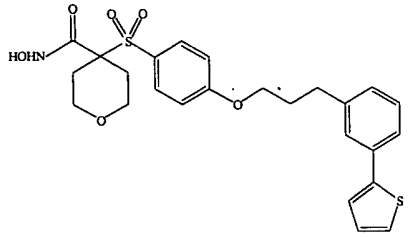


(205-1).

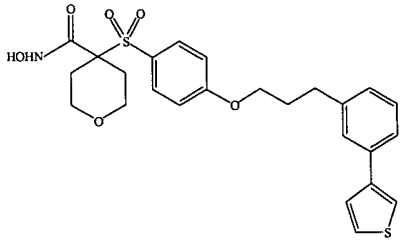
206. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to a formula selected from the group consisting of:



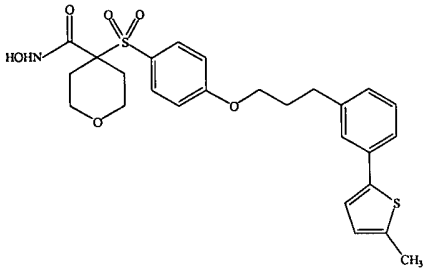
(206-1),



(206-2),

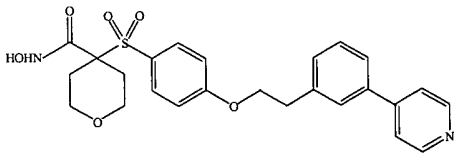


(206-3), and

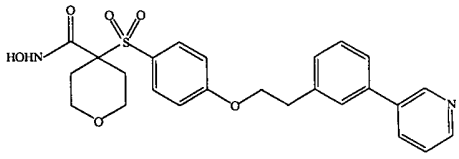


(206-4).

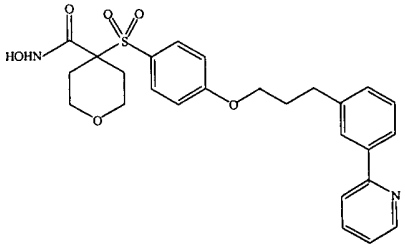
207. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to a formula selected from the group consisting of:



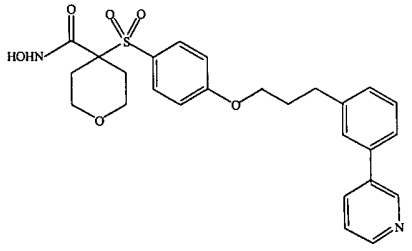
(207-1),



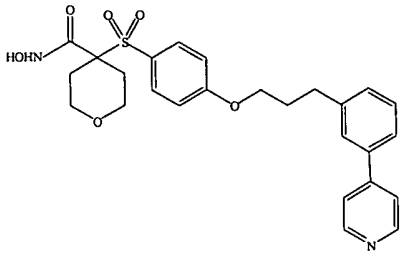
(207-2),



(207-3),

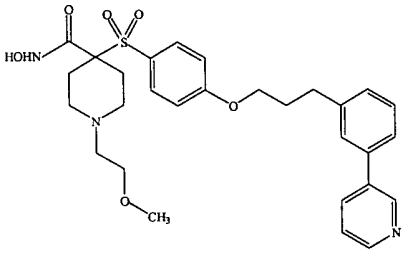


(207-4), and

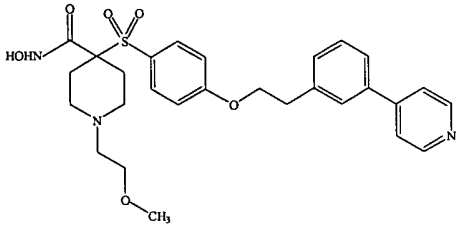


(207-5).

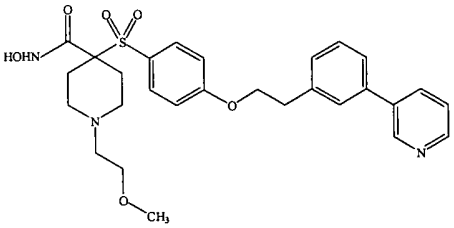
208. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to a formula selected from the group consisting of:



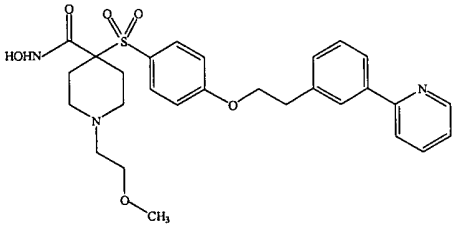
(208-1),



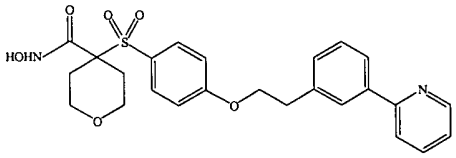
(208-2),



(208-3),

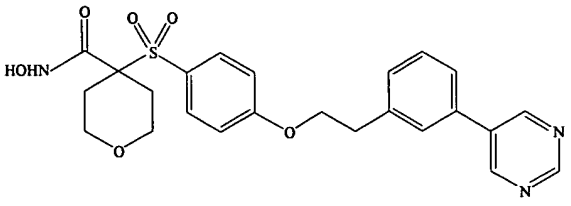


(208-4), and



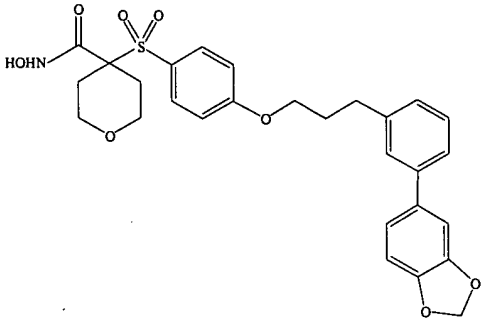
(208-5).

209. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



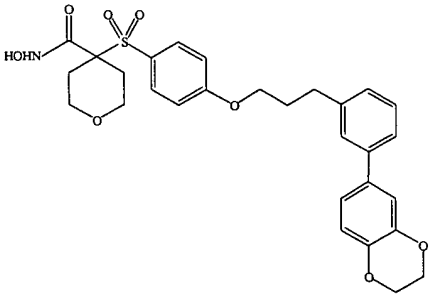
(209-1).

210. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



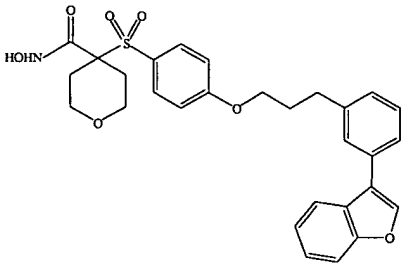
(210-1).

211. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



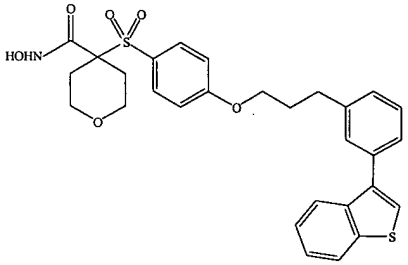
(211-1).

212. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



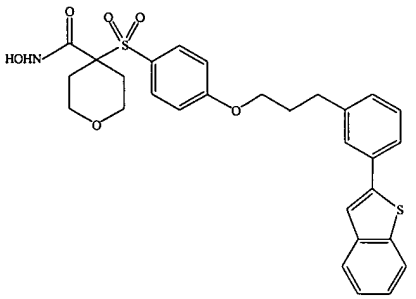
(212-1).

213. **(original)** A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(213-1)

and

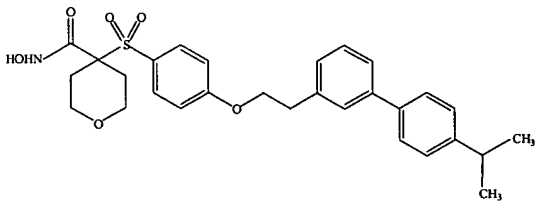


(213-1).

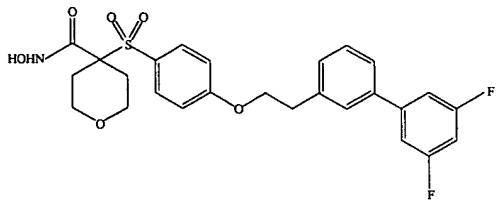
214. **(original)** A compound or salt thereof according to claim 199, wherein E^5 is selected from the group consisting of phenyl and naphthalenyl, wherein:

the phenyl and naphthalenyl optionally are substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO_2, -CN, C_1-C_6-alkyl, C_2-C_6-alkenyl, C_2-C_6-alkynyl, C_1-C_6-alkoxy, C_1-C_6-alkoxy-C_1-C_6-alkyl, -$N(R^6)(R^7)$, -$C(O)(R^8)$, -S-R^6, -$S(O)_2$-R^6, phenyl, phenyl-C_1-C_6-alkyl, halo-C_1-C_6-alkyl, halo-C_1-C_6-alkoxy, halogen-substituted C_1-C_6-alkoxy-C_1-C_6-alkyl, halophenyl, and halogen-substituted phenyl-C_1-C_6-alkyl.

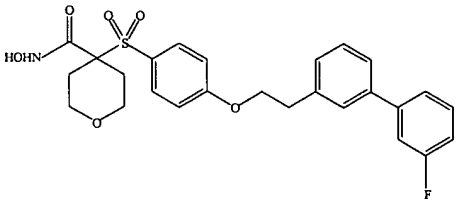
215. **(original)** A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to a formula selected from the group consisting of:



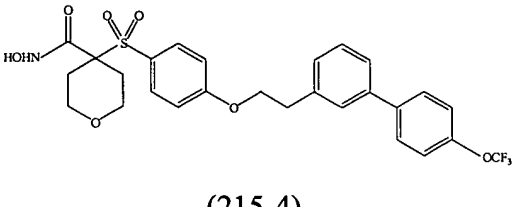
(215-1),



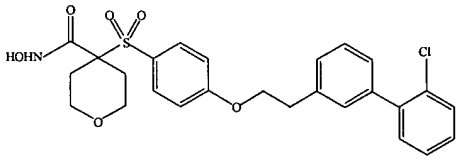
(215-2),



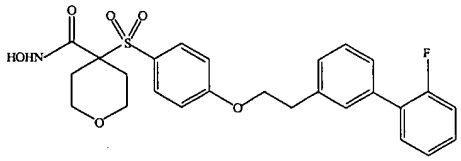
(215-3),



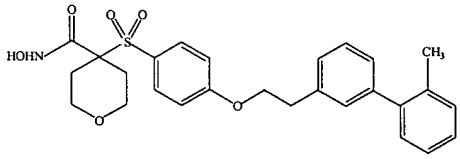
(215-4),



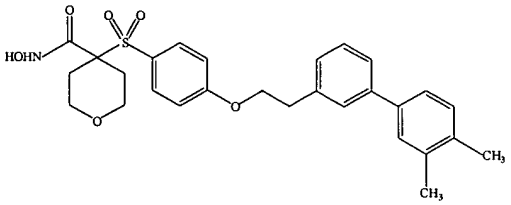
(215-5),



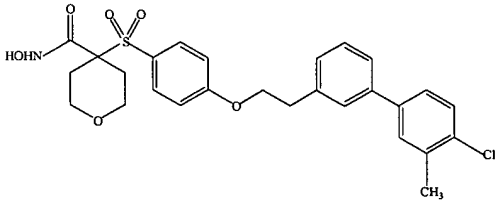
(215-6),



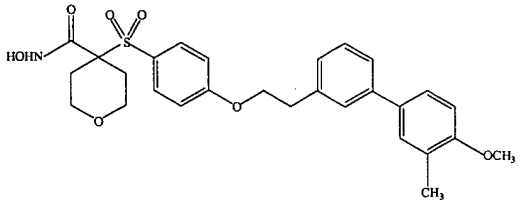
(215-7),



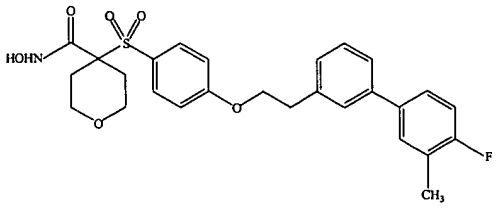
(215-8),



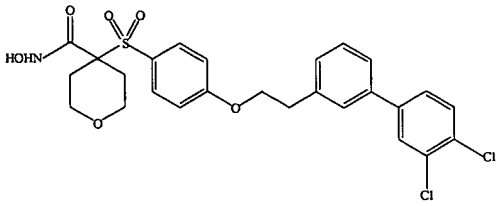
(215-9),



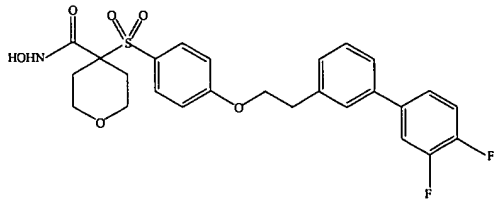
(215-10),



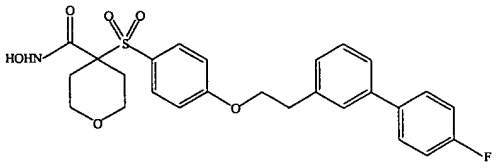
(215-11),



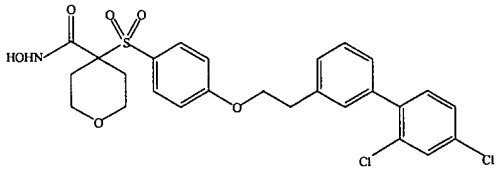
(215-12),



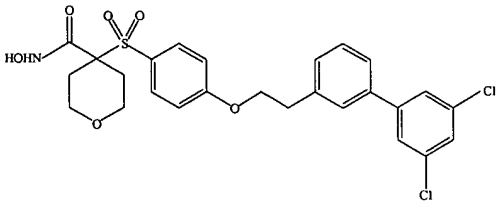
(215-13),



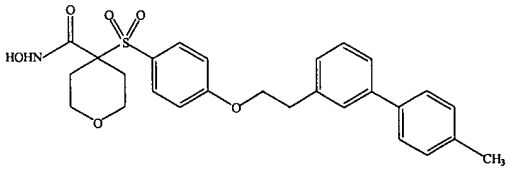
(215-14),



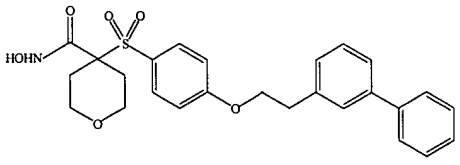
(215-15),



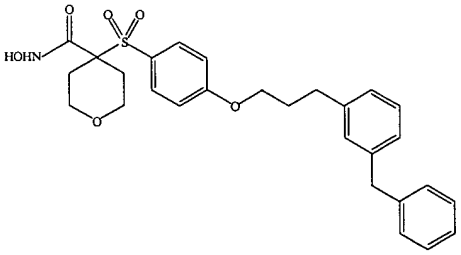
(215-16),



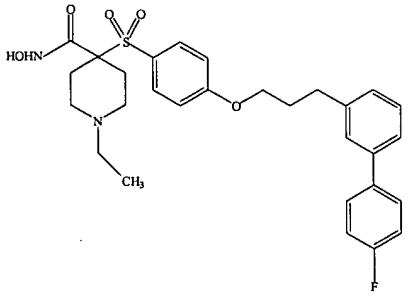
(215-17),



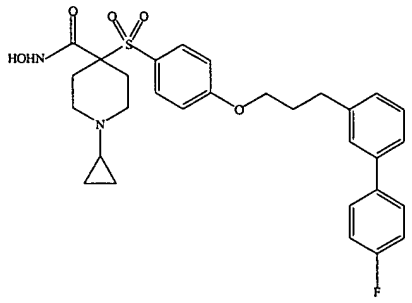
(215-18),



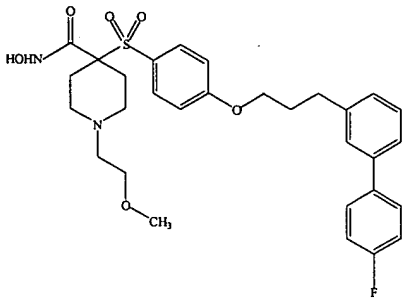
(215-19),



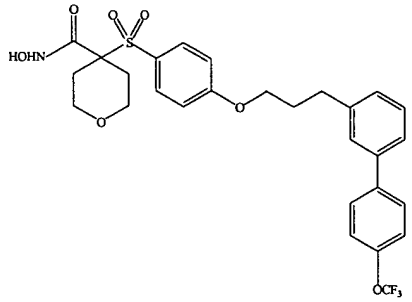
(215-20),



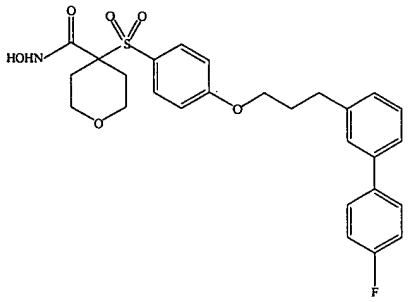
(215-21),



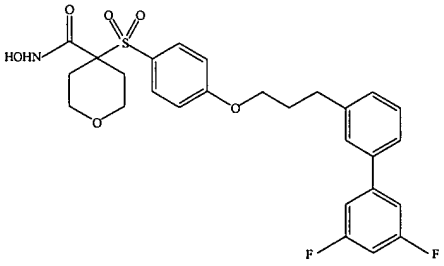
(215-22),



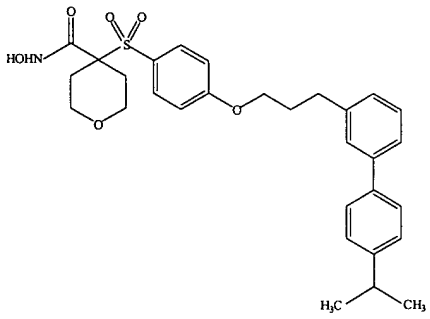
(215-23),



(215-24),



(215-25),



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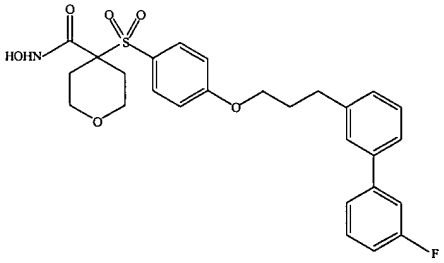
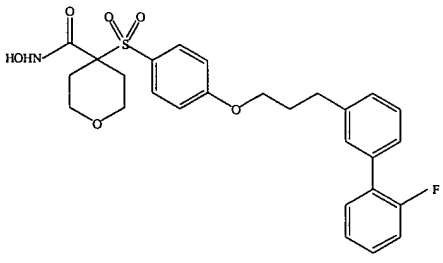
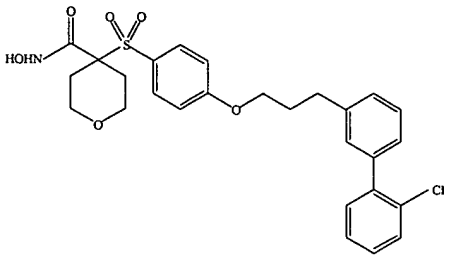


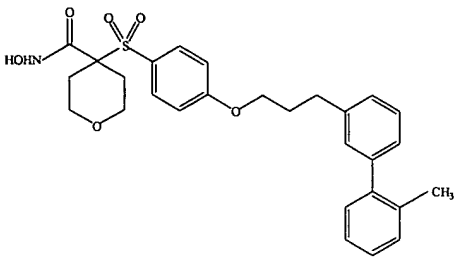
(215-27),



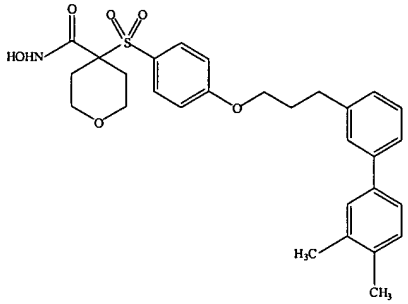
(215-28),



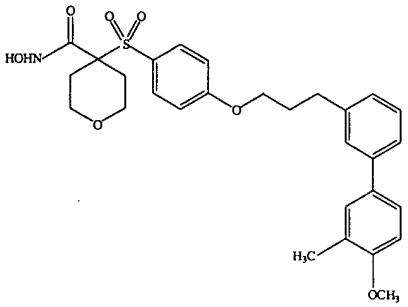
(215-29),



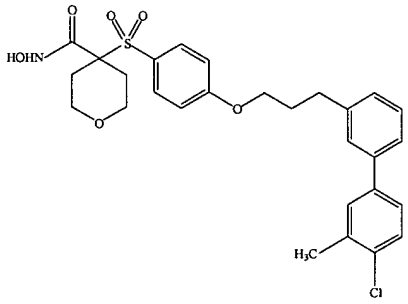
(215-30),



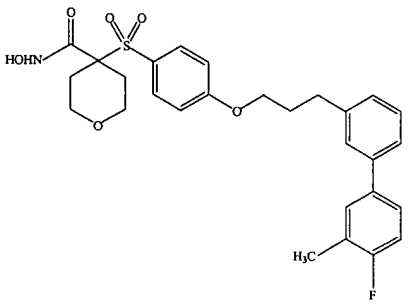
(215-31),



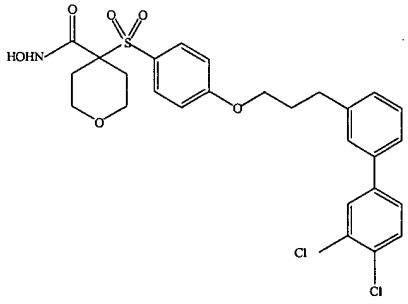
(215-32),



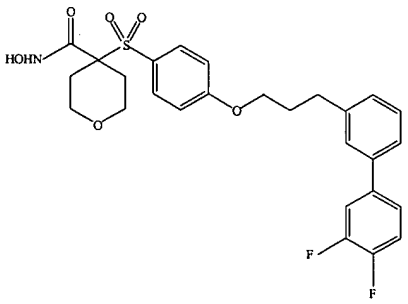
(215-33),



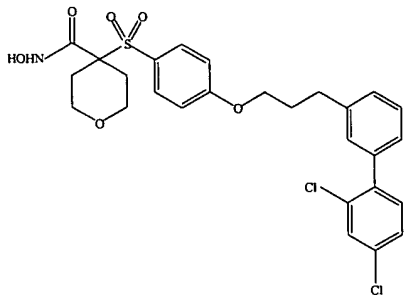
(215-34),



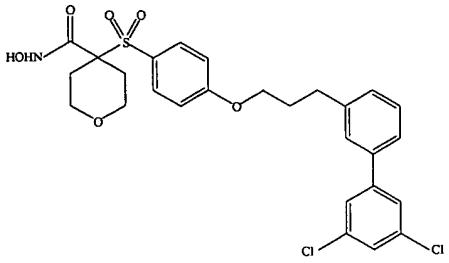
(215-35),



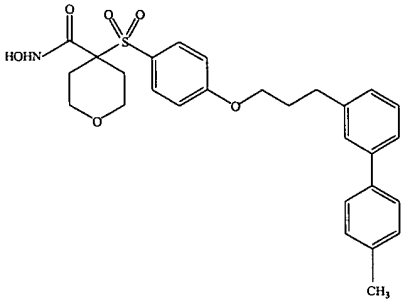
(215-36),



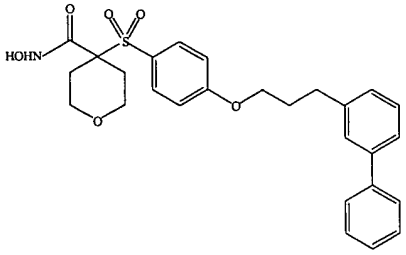
(215-37),



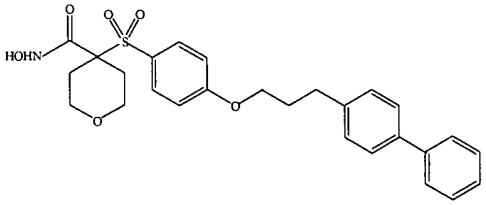
(215-38),



(215-39),

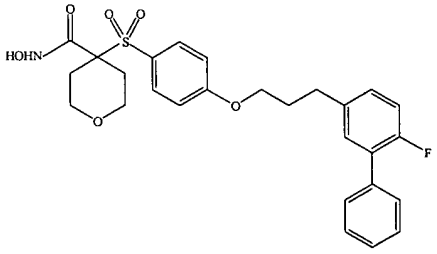


(215-40), and

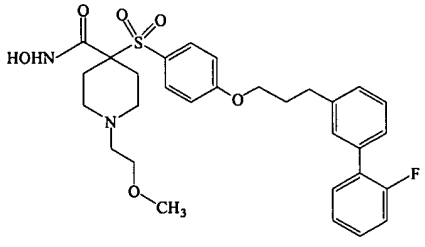


(215-41).

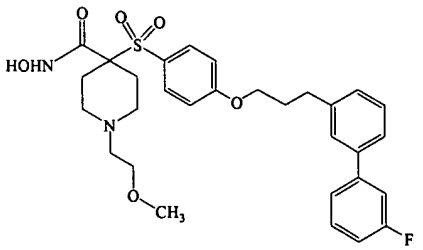
216. **(original)** A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to a formula selected from the group consisting of:



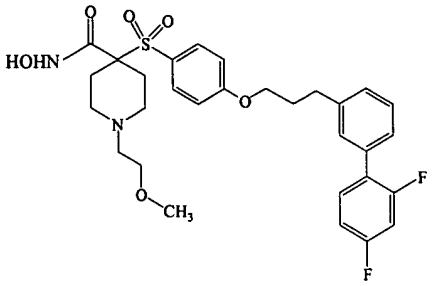
(216-1),



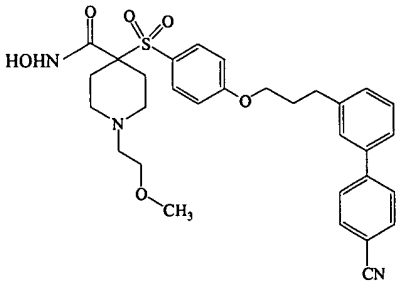
(216-2),



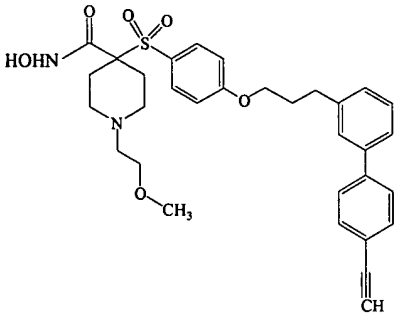
(216-3),



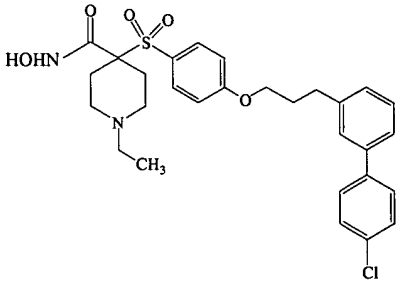
(216-4),



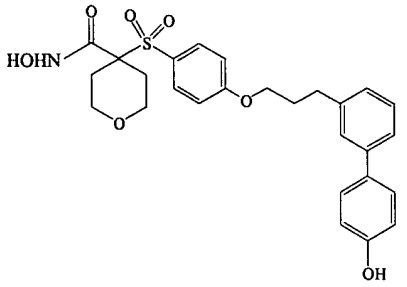
(216-5),



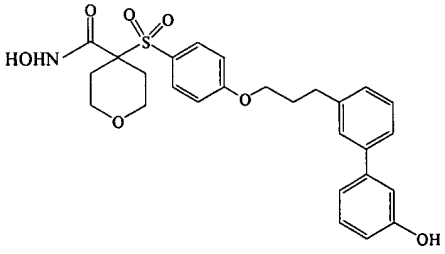
(216-6),



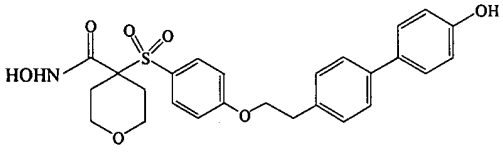
(216-7),



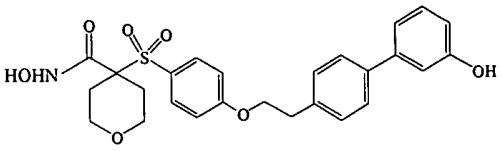
(216-8),



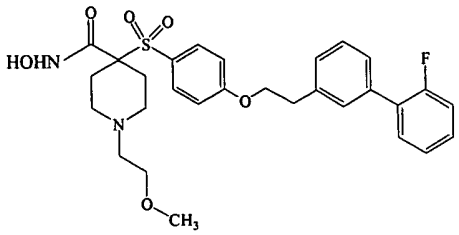
(216-9),



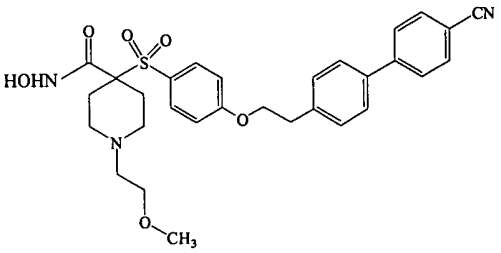
(216-10),



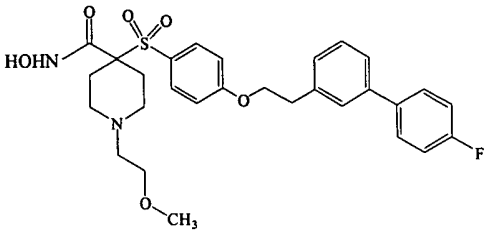
(216-11),



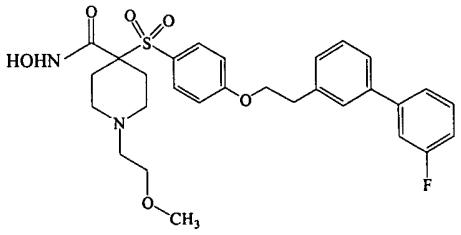
(216-12),



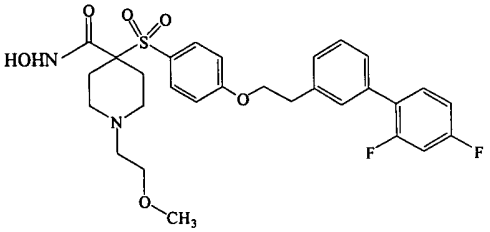
(216-13),



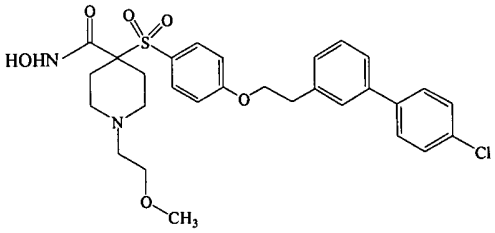
(216-14),



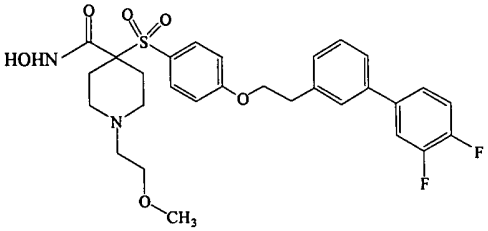
(216-15),



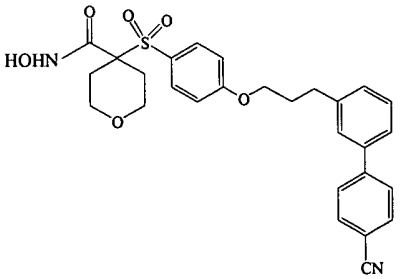
(216-16),



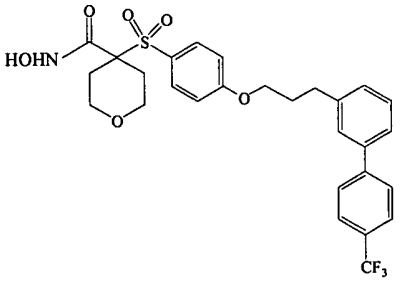
(216-17),



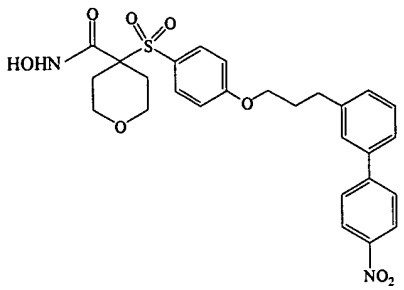
(216-18),



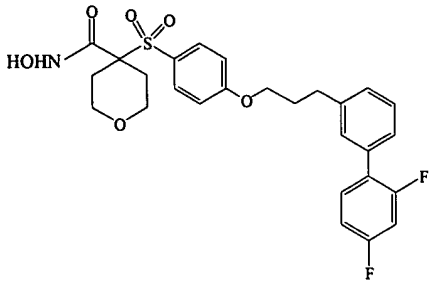
(216-19),



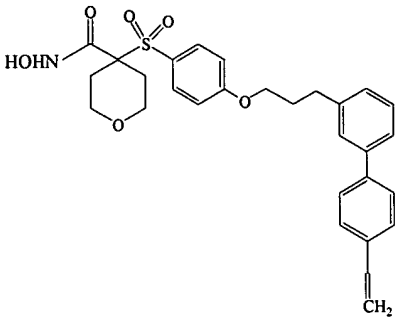
(216-20),



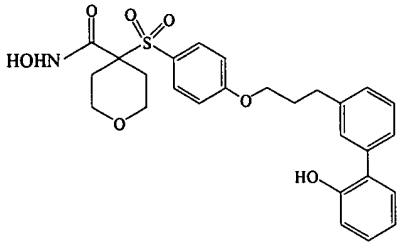
(216-21),



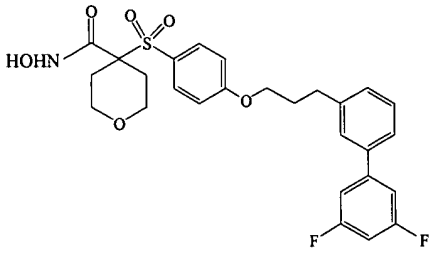
(216-22),



(216-23),

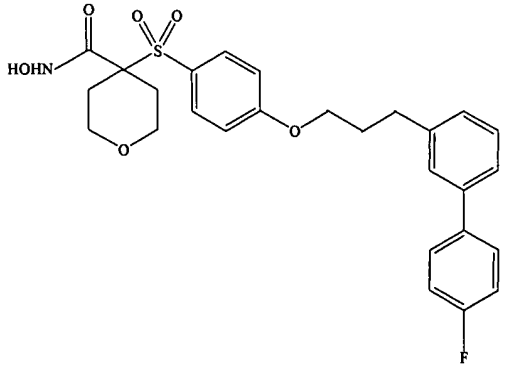


(216-24), and



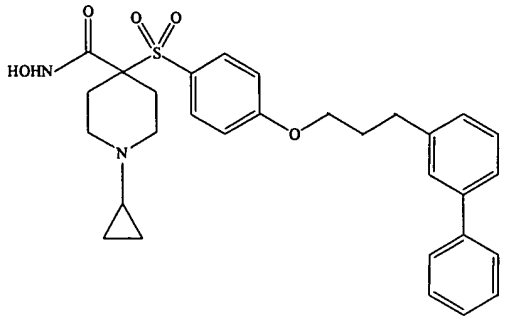
(216-25).

217. **(original)** A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



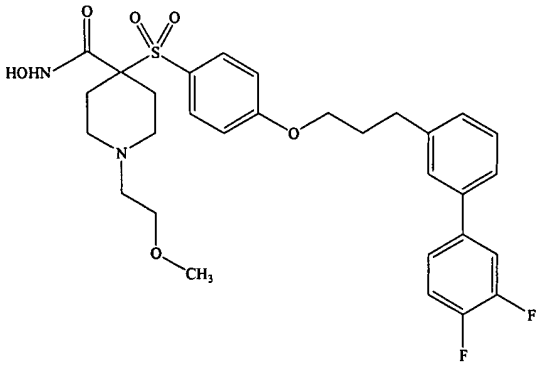
(217-1).

218. **(original)** A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



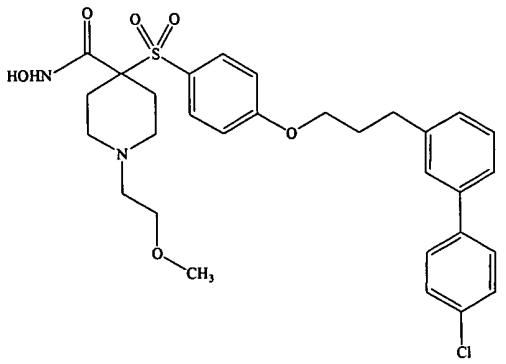
(218-1).

219. **(original)** A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



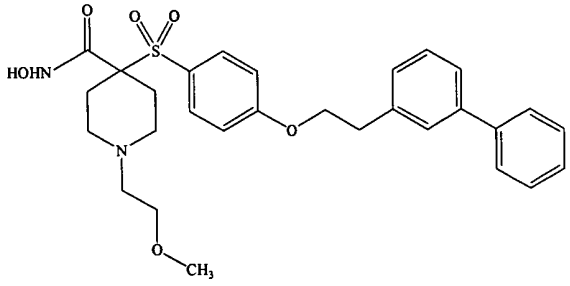
(219-1).

220. **(original)** A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



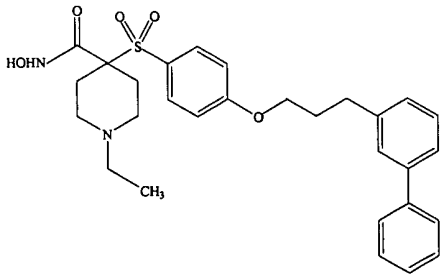
(220-1).

221. **(original)** A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



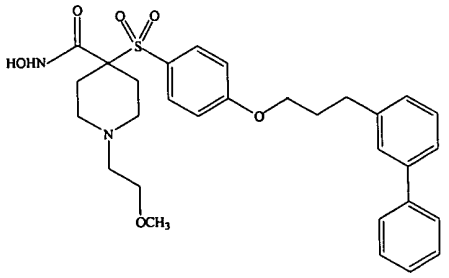
(221-1).

222. **(original)** A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



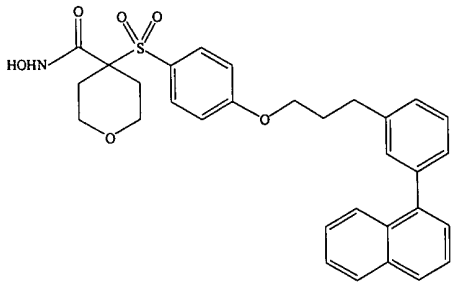
(222-1).

223. **(original)** A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



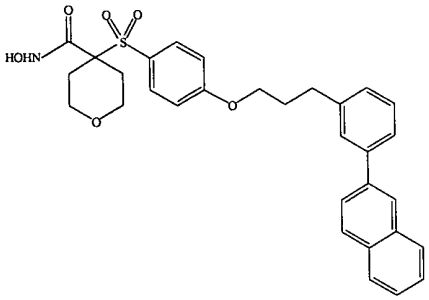
(223-1).

224. **(original)** A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



(224-1)

and



(224-2).

Claims 225-379 (canceled).

380. **(currently amended)** A method for preventing or treating a condition associated with pathological matrix metalloprotease activity in a mammal having the condition or predisposed to having the condition, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in **claim** ~~**claims 1,**~~ 122~~**, 225, 235, 250, 260, 267, 296, 303, 308, 322, 335, 337, 344, 354, 359, 361, 368, 372, and 376**~~.

381. **(original)** A method according to claim 380, wherein the compound or salt inhibits the activity of one or more of MMP-2, MMP-9, and MMP-13, while exhibiting substantially less inhibitory activity against both MMP-1 and MMP-14.

382. **(original)** A method according to claim 381, wherein the compound or salt inhibits the activity of MMP-13, while exhibiting substantially less inhibitory activity against both MMP-1 and MMP-14.

383. **(original)** A method according to claim 382, wherein the pathological condition comprises arthritis or a cardiovascular condition.

384. **(original)** A method according to claim 381, wherein the compound or salt inhibits the activity of both MMP-2 and MMP-9, while exhibiting substantially less inhibitory activity against both MMP-1 and MMP-14.

385. **(original)** A method according to claim 384, wherein the pathological condition comprises cancer, an opthalmologic condition, or a cardiovascular condition.

386. **(currently amended)** A method for preventing or treating a pathological condition in a mammal having the pathological condition or predisposed to having the pathological condition, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in **claim** ~~**claims 1,**~~ 122~~**, 225, 235, 250, 260, 267, 296, 303, 308, 322, 335, 337, 344, 354, 359, 361, 368, 372, and 376**~~; and

the pathological condition is selected from the group consisting of tissue destruction, a fibrotic disease, matrix weakening, defective injury repair, a cardiovascular disease, a pulmonary disease, a kidney disease, a liver disease, an ophthalmologic disease, and a central nervous system disease.

387. **(currently amended)** A method for preventing or treating a pathological condition in a mammal having the pathological condition or predisposed to having the pathological condition, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in **claim** ~~**claims 1,**~~ 122~~**, 225, 235, 250, 260, 267, 296, 303, 308, 322, 335, 337, 344, 354, 359, 361, 368, 372, and 376**~~; and

the pathological condition is selected from the group consisting of osteoarthritis, rheumatoid arthritis, septic arthritis, tumor invasion, tumor metastasis, tumor angiogenesis, a decubitis ulcer, a gastric ulcer, a corneal ulcer, periodontal disease, liver cirrhosis, fibrotic lung disease, otosclerosis, atherosclerosis, multiple sclerosis, dilated cardiomyopathy, epidermal ulceration, epidermolysis bullosa, aortic aneurysm, defective injury repair, an adhesion, scarring, congestive heart failure, post myocardial infarction, coronary thrombosis, emphysema, proteinuria, Alzheimer's disease, bone disease, and chronic obstructive pulmonary disease.

388. **(currently amended)** A method for preventing or treating a pathological condition associated with pathological TNF-α convertase activity in a mammal having the pathological condition or predisposed to having the condition, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in **claim** ~~**claims 1,**~~ 122~~**, 225, 235, 250, 260, 267, 296, 303, 308, 322, 335, 337, 344, 354, 359, 361, 368, 372, and 376**~~.

389. **(original)** A method according to claim 388, wherein the pathological condition is selected from the group consisting of inflammation, a pulmonary disease, a cardiovascular disease, an autoimmune disease, graft rejection, a fibrotic disease, multiple sclerosis, cancer, an infectious disease, fever, psoriasis, hemorrhage, coagulation, radiation damage, acute-phase responses of shock and sepsis, anorexia, and cachexia.

390. **(currently amended)** A method for preventing or treating a pathological condition associated with pathological aggrecanase activity in a mammal having the pathological condition or predisposed to having the condition, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in **claim** ~~**claims 1,**~~ 122~~**, 225, 235, 250, 260, 267, 296, 303, 308, 322, 335, 337, 344, 354, 359, 361, 368, 372, and 376**~~.

391. **(original)** A method according to claim 390, wherein the condition comprises an inflammation condition or cancer.

392. **(original)** A method according to claim 390, wherein the method further comprises administering the compound or salt thereof to prevent or treat a condition associated with matrix metalloprotease activity.

393. **(currently amended)** A pharmaceutical composition comprising a therapeutically-effective amount of a compound or a pharmaceutically-acceptable salt thereof, wherein the compound is selected from the group of compounds recited in **claim** ~~**claims 1,**~~ 122~~**, 225, 235, 250, 260, 267, 296, 303, 308, 322, 335, 337, 344, 354, 359, 361, 368, 372, and 376**~~.